

Hearing Date and Time: April 27, 2021 at 10:00 a.m. (Eastern Time)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**DECLARATION OF CHARLES W. ALLEN IN SUPPORT
OF TRANSFORM HOLDCO LLC'S BRIEF IN OPPOSITION TO THE
DEBTORS' THIRD MOTION TO ENFORCE THE ASSET PURCHASE AGREEMENT**

I, Charles W. Allen, declare under penalty of perjury as follows:

1. I am an associate of the law firm Cleary Gottlieb Steen & Hamilton LLP ("Cleary Gottlieb"), counsel for Transform Holdco LLC ("Transform"). I respectfully submit this declaration in support of Transform's Brief in Opposition to the Debtors' Third Motion to Enforce the Asset Purchase Agreement.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 130 W. 44nd St., 17th Fl., New York, NY 10036.

2. Attached hereto as Exhibit A is a true and correct copy of email correspondence with the subject line “RE: Transform – Acquired Foreign Assets” between counsel for the Debtors Weil, Gotshal & Manges LLP (“Weil”) and Cleary Gottlieb, dated April 9, 2019.

3. Attached hereto as Exhibit B is a true and correct copy of the Share Purchase Agreement by and among Kmart Overseas Corporation, Transform Overseas Company LLC and Transform Holdco LLC, dated April 16, 2019.

4. Attached hereto as Exhibit C is a true and correct copy of the Letter Agreement by and between Sears Holdings Corporation and Transform Holdco LLC, dated December 30, 2020.

5. Attached hereto as Exhibit D is a true and correct copy of the Letter from Jennifer Brooks Crozier to Sean O’Neal and Hoori Kim, dated January 25, 2021.

6. Attached hereto as Exhibit E is a true and correct copy of the Letter from Sean O’Neal to Jennifer Brooks Crozier, dated February 1, 2021.

7. Attached hereto as Exhibit F is a true and correct copy of the Letter from Jennifer Brooks Crozier to Sean O’Neal and Samuel L. Levander, dated February 11, 2021.

8. Attached hereto as Exhibit G is a true and correct copy of the Letter from Sean O’Neal to Jennifer Brooks Crozier, dated February 19, 2021.

Executed on April 20, 2021 in New York, New York.

Respectfully submitted,

/s/ Charles W. Allen

Charles W. Allen